

Distribution:

Production:

Sarah Wall
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

Hasbro Studios:

Stephen Davis
Kathy Page
Michael Vogel
Brian Lenard
Robert Fewkes
Sophia Hussain
Mary Beth Brambridge
Finn Arnesen
Nina Scales
Jennifer Jaimes

Hasbro Brand:

Donna Tobin
You Sun Hwang
Smantha Lomow
Georgina Melone

MY LITTLE PONY IV
"Twilight's Kingdom Pt. 1"
Episode 425
Written by: Meghan McCarthy

1st draft: April 29, 2013

Outline: March 27, 2013

Premise: Feb 19, 2013

EXT. CRYSTAL EMPIRE - ESTABLISHING - DAY

EXT. CRYSTAL EMPIRE CASTLE - AT THE SAME TIME

PRINCESS TWILIGHT is accompanied by SPIKE, APPLEJACK, RARITY, FLUTTERSHY, PINKIE PIE, and RAINBOW DASH as she makes her way to the entrance of the castle.

1 SPIKE 1
Seems like only yesterday I was
saving this place from being
totally destroyed.

(then)
You guys remember that? How I
saved the Equestria Games from
certain doom?

2 RAINBOW DASH 2
(bright)
How could we forget?
(then, under her breath)
You only mentioned it about 15
times on the train here.

3 RARITY 3
(pointedly to RD)
Yes, and we never hear a peep out
of you about *your* exploits.

4 RAINBOW DASH 4
Yeah, okay. Point taken.

5 PRINCESS TWILIGHT 5
I'm glad you all wanted to come,
but I don't think it's going to be
all that exciting. I pretty much
just have to smile and wave as the
dignitaries arrive.

6 RARITY 6
Yes, but you get to smile and wave
like a princess.

7 APPLEJACK 7
How exactly is that different than
smiling and waving like, not a
princess?

8 PRINCESS TWILIGHT 8
It isn't.

Twilight <SIGHS> and stops walking. The others follow suit.

9 FLUTTERSHY 9
What's wrong, Twilight?

10 PINKIE PIE 10
Why the loooonnnng face?

Pinkie Pie grabs Twilight's cheeks and pulls her face down. She lets go and Twilight's face springs back up. Twilight shakes this off and then answers.

11 PRINCESS TWILIGHT 11
I guess I've just been feeling a little unsure about things lately. It doesn't seem that my new role as an Equestrian princess equates to all that much.

12 APPLEJACK 12
Come on now, Twilight, that's just silly. You've got a real important role in Equestria.

13 FLUTTERSHY 13
Princess Celestia wouldn't have asked you to come today if she didn't think so.

Rainbow Dash, Pinkie Pie, and Rarity <AD-LIB AGREEMENT>.

14 PRINCESS TWILIGHT 14
I guess you're right.

15 RARITY 15
Of course we are.
(then)
Now hurry along. You don't want to risk having that important role diminished because you're tardy for your regal meet and greet.

Buoyed by the support of her friends, Twilight continues heading toward the castle.

EXT. CRYSTAL CASTLE - SOON AFTER

Princess Twilight stands on a balcony with her friends standing behind her inside the castle. A TRUMPET BLOWS and a CRYSTAL GUARD (FLASH SENTRY) makes an announcement.

16 FLASH SENTRY (O.S.) 16
The Duke and Duchess of Mare-tonia.

DOWN BELOW a PAIR of DIGNIFIED PONIES approach the castle.

ON TWILIGHT as she smiles and waves to the dignitaries as they pass down below. Twilight uses her magic to UNFURL a banner emblazoned with the crest of the dignitaries homeland.

The doors to the castle open and the dignitaries are met by PRINCESS CADANCE, PRINCESS LUNA, and PRINCESS CELESTIA.

INT. CRYSTAL CASTLE - AT THE SAME TIME

Her job done, Twilight steps off the balcony and back into the castle to join her friends.

17 SPIKE 17
That was it?! Princess Celestia
had you come all the way to the
Crystal Empire just to do that?!

Twilight slumps. Her friends shoot Spike a look.

18 SPIKE (CONT'D) 18
I mean, whoa, really regal and
important! <NERVOUS LAUGH>

END TEASER

MAIN TITLES

ACT I

INT. CRYSTAL CASTLE - LATER

Twilight stands outside a pair of closed doors. Princess Cadance, Princess Luna, and Princess Celestia emerge with the Dignitaries.

19 DIGNITARY 19
Princess Twilight. We appreciate
you understanding that we wished to
conduct our business with the
Princesses who have a bit more,
experience, if you will.

20 PRINCESS TWILIGHT 20
Of course.

The Dignitaries bow to Twilight, Celestia, Luna, and Cadance before making their exit. Twilight turns to Celestia, a bit eager.

21 PRINCESS TWILIGHT (CONT'D)
I do understand that they didn't
want me to be in the meeting, but
is there anything else I can do to
assist with their visit?

22 PRINCESS CADANCE 22
I'm sorry, Twilight, but their
visit is already over. They're
heading back to Mare-tonia now.

23 PRINCESS TWILIGHT 23
Oh.

Princess Luna notes Twilight's disappointment.

24 PRINCESS LUNA 24
Something wrong?

25 PRINCESS TWILIGHT 25
I'm sorry. I guess I just don't
really understand why I'm here.
Couldn't one of the Royal Guard
have unfurled the banner?

26 PRINCESS CELESTIA 26
Having all four of us in the Empire
to greet them lets the dignitaries
know that their visit is considered
an important one.

Princess Cadance gives Twilight a smile.

27 PRINCESS CADANCE 27
Plus, it gives me an opportunity to
see my favorite sister-in-law.

Twilight smiles at Princess Cadance.

28 PRINCESS TWILIGHT 28
And I'm happy to see you. All of
you.

Princess Cadance senses Twilight has more to say.

29 PRINCESS CADANCE 29
But...

30 PRINCESS TWILIGHT 30
But, I... it's just that Princess
Luna raises the moon. Princess
Celestia raises the sun.
(then, to Cadance)
You protect the Crystal Empire.
(MORE)

PRINCESS TWILIGHT (CONT'D)

And all I seem to do is... smile
and wave.

MUSIC UP as...

Princess Twilight begins to SING.

31 PRINCESS TWILIGHT (CONT'D)

*It isn't that I'm ungrateful
For all the things
that I have earned/
For all the journeys I have taken
All the lessons I have learned*

*But I wonder where I'm going
What my role is meant to be/
I don't know how to travel
To a future I can't see*

*I have my wings
I wear this crown
I'm a Princess this is true/
But it is still unclear to me
Just what I'm meant to do*

*I want to have a purpose
Want to do all that I can/
Want to make a contribution
Want to feel part of the plan*

32 PRINCESS CELESTIA 32
*Your destiny's uncertain
And that's sometimes hard to take
But it will become much clearer
With each decision that you make*

33 PRINCESS CADANCE 33
*It isn't easy to be patient
I understand you wanting more
I know how hard it is to wait
To spread your wings and soar*

34 PRINCESS LUNA 34
*But you stand here for a reason
You are gifted you are strong
That crown's upon your head
Because it's here that you belong*

35 CELESTIA/LUNA/CADANCE 35
*Know that your time
is coming soon/
As the sun rises
So does the moon/
As love finds a place
in every heart/
You are a princess
You'll play your part*

36 PRINCESS LUNA 36
*We understand you wanting more
A chance to shine
A chance to soar*

37 PRINCESS CADANCE 37
*Know that your time
is coming soon/
As the sun rises
So does the moon/
As love finds a place
in every heart/
You are a princess
You'll play your part*

38 PRINCESS CELESTIA 38
*You are a princess
You'll play your part*

END SONG

Twilight looks at the Princesses gathered around her.

39 PRINCESS TWILIGHT 39
My time will come.

EXT. CRYSTAL EMPIRE - LATER

The SUN SETS as the MOON RISES.

INT. CRYSTAL EMPIRE CASTLE - AT THE SAME TIME

Princess Twilight stares out a bedroom window as dusk turns to dark. In the distance she can see the Crystal Heart. Twilight turns away from the window.

40 TWILIGHT 40
Someday.

DISSOLVE TO:

EXT. ANOTHER PART OF EQUESTRIA - NIGHT

There is a dreamy haze to the scene. A UNICORN walks down the empty street, using its magic to carry a small box in front of him. He turns a corner and runs into a frail CLOAKED FIGURE, its face is hidden in shadow. Startled, the unicorn drops his packages.

41 UNICORN 41
Very sorry. You came out of
nowhere.

No response from the cloaked figure. As the unicorn starts to use its magic to retrieve his package, a RED LIGHT shines out from under the shadowy figure's cloak.

The red light connects with the MAGIC coming from the unicorn's horn and pulls it toward the shadowy figure until it disappears into the hood of the cloak.

The unicorn is visibly weakened.

42 UNICORN (CONT'D) 42
Why... are you doing this... to me?

The cloaked figure continues to draw the purple magic from the unicorn and as it does so, the unicorn's CUTIE MARK slowly FADES AWAY until has completely disappeared. The unicorn slumps to the ground.

The Cloaked Figure, now strangely LARGER THAN BEFORE, speaks, his voice raspy and ragged.

43 CLOAKED FIGURE 43
Because you possess something you
do not deserve to keep.
(then)
Do you understand?

44 UNICORN 44
(monotone)
Yes, Lord Tirek.

The cloaked figure lets out a SINISTER LAUGH. A WHITE HAZE fills the screen until the cloaked figure can no longer be seen, but his sinister laugh continues through:

INT. CRYSTAL EMPIRE CASTLE - AT THE SAME TIME

Princess Celestia BOLTS UPRIGHT in bed and the LAUGHTER SUBSIDES. Princess Luna bursts into the room.

45 PRINCESS LUNA 45
Sister, are you alright?

46 PRINCESS CELESTIA 46
I've just had the most terrible
dream.

47 PRINCESS LUNA 47
Why do you think I'm here?
(then)
But you know as well as I that this
was not a dream, but a premonition.

Princess Celestia nods.

48 PRINCESS LUNA (CONT'D) 48
Tirek has found a way to escape
Tartarus. He is weak, but he walks
among us.

Princess Celestia rises from her bed.

49 PRINCESS CELESTIA 49
Then we haven't much time. The
stronger he becomes, the more we
are all in danger.

Off Princess Celestia's concerned look we...

END ACT I

ACT II

EXT. CANTERLOT - ESTABLISHING - DAY

INT. CANTERLOT CASTLE - SOON AFTER

Princess Luna looks on as Princess Celestia addresses
Princess Cadance and Princess Twilight.

50 PRINCESS CELESTIA 50
Tirek is not of our world. He came
here many moons ago, intent on
stealing Equestrian magic, claiming
that ponies were not worthy of
possessing such power.

51 PRINCESS LUNA 51
My sister and I were able to
capture him and imprison him in
Tartarus. But it appears he has
found a way to escape.

52 PRINCESS CELESTIA 52
We believe it may have happened
when the Cerberus who guards its
gates left its post.

Twilight registers her insight into this event.

53 TWILIGHT 53
But that was a long time ago. Why
is he just now starting to steal
magic?

54 PRINCESS CELESTIA 54
His time in Tartarus left him very
weak. He has just now gained enough
strength to start stealing magic
again.

55 PRINCESS LUNA 55
But with each passing moment, he
grows stronger still.

56 PRINCESS CADANCE 56
Then he must be stopped.
(then)
And I know just the Princess who
could stop him.

She looks to Princess Twilight who quickly rises to the
challenge.

57 PRINCESS TWILIGHT 57
Yes. I'll find him and--

58 PRINCESS CELESTIA 58
No, Twilight, I'm afraid I must
call on another to stop Tirek.

Twilight is visibly disappointed.

59 PRINCESS CELESTIA (CONT'D) 59
Discord.

Princess Twilight's jaw drops in shock. OVER this WE HEAR:

60 AJ/RY/PP/RD/SPIKE 60
(utter shock)
DISCORD?!

EXT. PONYVILLE - DAY

Rainbow Dash, Pinkie Pie, Applejack, Rarity, and Spike stare at Twilight in disbelief. Fluttershy is there is well but registers less surprise at the news Twilight has just shared.

61 APPLEJACK 61
As in Discord, Discord?

62 PRINCESS TWILIGHT 62
Yes.

63 FLUTTERSHY 63
I don't think it's that big of a
surprise that she would ask for his
help. He can be very helpful.

Her friends shoot her a look -- she can't be serious.

64 PRINCESS TWILIGHT 64
According to Princess Celestia,
Discord's magic will enable him to
track down Tirek.

65 RAINBOW DASH 65
So what are you supposed to do in
the meantime?

66 PRINCESS TWILIGHT 66
<SIGH> Nothing. Absolutely nothing.
Unless of course one of you needs
me to smile and wave.

67 PINKIE PIE 67
Oooh. Oooh. I want you to smile
and wave!

68 RARITY 68
I believe she was joking, darling.

69 PINKIE PIE 69
Joking?! At a time like this?!
There's a magic stealing maniac on
the loose!

70 PRINCESS TWILIGHT 70
There is. But I suppose that's
Discord's problem now.

Twilight turns and starts to walk off. Spike follows.

71 SPIKE 71
Where are you going?

72 PRINCESS TWILIGHT 72
To the Castle of the Two Sisters.
I'd like to get lost in a book and
I've read everything at my place.

Her friends exchange concerned looks, recognizing Twilight's
somber mood.

73 RAINBOW DASH 73
Want some company?

Rainbow Dash flies up to her. Applejack follows soon after.

74 APPLEJACK 74
It has been awhile since we've all
visited the castle. Might be fun,
right y'all?

She gestures for the others to join her next to Twilight.

75 RARITY 75
I do love gazing at those gorgeous
tapestries in the main hall.

76 FLUTTERSHY 76
And the library has a really
interesting book that I've been
wanting to take a peek at. It's
about ponies that somehow live in
the water.

77 PINKIE PIE 77
And I've got a hankering for some
organ music!

She is suddenly dressed as the "Pony of Shadows" from Ep 403
and mimes playing an organ.

78 PINKIE PIE (CONT'D) 78
<ORGAN MUSIC SOUNDS>

Princess Twilight looks at her friends rallying around her,
and can't help but smile a little.

79 PRINCESS TWILIGHT 79
Maybe I could use a little company
right now.

Her friends follow her as she heads off.

DISSOLVE TO:

EXT. CASTLE OF THE TWO SISTERS - SOON AFTER

Twilight, Spike, Fluttershy, Rainbow Dash, Pinkie Pie, and Applejack approach the Castle. They pause to look down at the TREE OF HARMONY and the ELEMENTS hanging from its branches.

80 RAINBOW DASH 80
Sometimes I still can't believe we
had to give back the Elements.

81 RARITY 81
Nor can I. Still, it had to be
done or the Tree of Harmony
wouldn't have survived.

82 FLUTTERSHY 82
But Twilight was right. Even
without them, our friendship is as
strong as ever.

The friends nod in agreement.

83 APPLEJACK 83
I just hope another "friend" of
ours never makes us regret not
having the Elements around.

84 DISCORD (O.S.) 84
You're talking about me, I presume?

The ponies look up to see DISCORD floating in front of them, wearing a pair of reading glasses, and flipping through the JOURNAL OF THE TWO SISTERS.

85 APPLEJACK 85
How'd you guess?

86 DISCORD 86
My ears were burning.

He FANS FLAMES that shoot out of his ears. One hits the ground and starts a fire which Applejack quickly stamps out.

87 RAINBOW DASH 87
What are you even doing here,
Discord?

88 DISCORD 88
Just wanted to do a bit of light
reading before I head off on my
extremely important mission.

(then)
(MORE)

DISCORD (CONT'D)

I suppose you all know Princess Celestia has tapped me to capture a certain Tartarus escapee.

89 SPIKE 89
PFFT. Big deal.

90 DISCORD 90
You're right, Spike, it is a "big deal". Seems I possess a magic that gives me quite an important role in Equestria.

(then, pointed)
Maybe they should make me a Princess.

Twilight scowls.

91 APPLEJACK 91
In your dreams.

92 DISCORD 92
Oh, I never dream of such things. Ask Princess Luna.
(then, to Twilight)
I couldn't help but notice that you haven't opened that chest of yours.

He gestures to the CHEST on its floral perch in front of the Tree of Harmony.

93 DISCORD (CONT'D) 93
Aren't you even the slightest bit curious what's inside?

Discord puts his eye up to one of the keyholes.

94 DISCORD (CONT'D) 94
It was a gift from the Tree of Harmony. My guess is that it has something to do with your "royal destiny". An answer to that most important of questions: Why were you given that crown and those wings anyway?

95 RAINBOW DASH 95
She wasn't "given" anything. She earned that crown and those wings.

96 DISCORD 96
(sincere)
Of course she did.
(then)
(MORE)

DISCORD (CONT'D)

But, then again, if she isn't doing anything with them, what difference does it make? Is it really wings and a crown that make a princess, a princess?

He snaps his claws and is suddenly wearing a GIANT CROWN, a PLASTIC UNICORN HORN held to his forehead by an elastic strap and a ridiculously over-sized pair of WINGS. He smiles and waves to an imaginary crowd.

97 DISCORD (CONT'D) 97
Oooh. Look at me! I'm an Alicorn.

WHAP! Rainbow Dash knocks the crown and horn off his head.

98 DISCORD (CONT'D) 98
Ouch. That hurt.

Discord pouts.

99 FLUTTERSHY 99
And I'm sure Rainbow Dash is very sorry.

Rainbow Dash does not look the least bit sorry.

100 FLUTTERSHY (CONT'D) 100
But you shouldn't be teasing, Twilight like that. She's your friend.

101 DISCORD 101
I'm not teasing her. I'm encouraging her.
(then)
Frankly I'm surprised you all can't see the difference.

Discord pops up in front of Twilight.

102 DISCORD (CONT'D) 102
Na-na-ne-boo-boo.

He <BLOWS A RASPBERRY> in her face.

103 DISCORD (CONT'D) 103
That was teasing.

Twilight and the others just glare at him.

104 DISCORD (CONT'D) 104
All I'm really trying to say is
that, yes, I'm the one responsible
for bringing Tirek to justice, but
who in the end is meant to deliver
that justice? Princess Celestia?
Princess Luna?
(then)
Or could it be Princess Twilight?

Twilight considers this.

105 DISCORD (CONT'D) 105
You said you've been feeling like
your role as a princess doesn't
equate to much.

106 PINKIE PIE 106
(matter-of-fact)
She did say she was feeling like
that.

107 DISCORD 107
But what if the means by which you
can prove your royal worth are in
that chest?

A beat as Twilight lets this sink in.

108 PINKIE PIE 108
Hey! Wait a minute! How do you know
she said she was feeling like that?

Twilight and her friends glare at Discord, already knowing
the answer to that question.

109 DISCORD 109
Oh, my. Is eavesdropping not the
way you're supposed to find out
what your best pals are up to?
(then, laying it on thick)
Woe is me. Will I ever learn the
intricate nuances of being a good
friend?

He notices the girls still glaring at him.

110 DISCORD (CONT'D) 110
Yes, well, I suppose now is as good
a time as any for me to make my
exit.

He SNAPS his claws and disappears into thin air.

111 APPLEJACK 111
And good riddance--

She is cut short as Discord suddenly returns. He is holding the Journal of the Two Sisters.

112 DISCORD 112
Almost left with the little journal
you all have been keeping. What a
fascinating read. Haven't you
girls just learned so much?

He tosses the book at Twilight's hooves.

113 DISCORD (CONT'D) 113
I've bookmarked a few of the more
"interesting" passages. You should
really take a look.

Twilight uses her magic to pick up the book.

An awkward beat as the girls stare at Discord who just floats there staring back.

114 RAINBOW DASH 114
Don't you have a creepy magic-
stealing villain to track down?

115 DISCORD 115
Yes, yes, of course.
(then, sweetly)
We're still on for tea later
though, aren't we, Fluttershy?

116 FLUTTERSY 116
I wouldn't miss it.

117 DISCORD 117
(sing-song)
I'll bring the cucumber sandwiches.

Discord SNAPS his claws, and disappears.

118 APPLEJACK 118
Who-wee. Sometimes I think the
"reformed" Discord is more
obnoxious than the "before he was
reformed" Discord.

119 RARITY 119
Indeed.

120 PRINCESS TWILIGHT 120
He may be obnoxious, but he's
right.
(determined)
I need to open that chest.

DISSOLVE TO:

INT. LIBRARY OF THE TWO SISTERS - LATER

Spike and the girls are sprawled out around the room and surrounded by books that have been pulled from the shelves. A discouraged Twilight addresses her friends.

121 PRINCESS TWILIGHT 121
Anything?

Her friends shake their heads "no".

122 PRINCESS TWILIGHT (CONT'D)
There must be something in this
library that can help me figure out
how to open the chest. A clue of
some kind.

Pinkie produces a lead pipe.

123 PINKIE PIE 123
Could it be this lead pipe?

124 SPIKE 124
Why is there a lead pipe in the
library?

125 PINKIE PIE 125
I dunno. Probably the same reason
there's a candlestick, a rope, and
a wrench.

She produces a CANDLESTICK, a ROPE, and a WRENCH.

126 PRINCESS TWILIGHT 126
I'm sorry, Pinkie, but I don't
think any of those are going to
help us find the keys to the chest.
The answer is in one of these
books. I just know it.

She looks around, her gaze eventually falling on the Journal of the Two Sisters. She uses her magic to pick it up and turn to the first page Discord has bookmarked.

EXT. ANOTHER PART OF EQUESTRIA - AT THE SAME TIME

The cloaked figure, now MUCH LARGER than before, has cornered another UNICORN. The unicorn goes limp as it is drained of its magic and its Cutie Mark starts to fade away.

127 UNICORN 127
(weakly)
Who... are you?

The Cloaked Figure speaks, his voice less raspy and ragged than before.

128 CLOAKED FIGURE 128
I am Tirek. And you... are what
you have always been. Nothing.

The last of the unicorn's magic is stolen from him and his Cutie Mark disappears completely.

129 CLOAKED FIGURE (CONT'D) 129
Who do you serve?

130 UNICORN 130
(monotone)
You, Lord Tirek.

The cloaked figure GROWS EVEN LARGER. As he does, the hood of his cloak slips off to reveal TIREK. A bull-like creature, he has two curved horns atop his head, and black, soulless eyes.

Around his neck is a MEDALLION with a triangle emblazoned upon it. At each corner of the triangle there is a symbol (A HORN, a WING, a SPROUTING PLANT). Within the triangle is a pair of black horns like those upon Tirek's head.

Tirek turns away from the weakened unicorn and comes face-to-face with Discord. A beat and then Tirek smiles.

131 TIREK 131
Ah, Discord. I see I am not the
only one who has escaped a dark
prison. Seems even Alicorn magic
cannot hold those who are as
powerful as we are.

132 DISCORD 132
Oh. Yes. I am as free as a bird.

Discord TRANSFORMS INTO A BIRD and lands in a NEST that has appeared on Tirek's head. Tirek is not amused and Discord resumes his normal form as Tirek swats the nest off his head.

Discord gestures to the dazed unicorn.

133 DISCORD (CONT'D) 133
Looks like someone's been keeping
himself amused since he found his
freedom.

Tirek sneers.

134 TIREK 134
I'd almost forgotten how much I
enjoy this.
 (then to the unicorn)
Away with you. You will know when
you are needed.

135 UNICORN 135
 (monotone)
Yes, Tirek.

The unicorn bows to Tirek and makes its exit.

Tirek turns his attention back to Discord.

136 TIREK 136
I must say, now that I know you too
are free, I can't help but wonder
why it is that Equestria still
appears to be so "harmonious".
Shouldn't there be chocolate rain
falling from the sky? Extremely
long-legged bunnies hopping about?
 (then)
I do hope your imprisonment didn't
cause you to become... weak.

137 DISCORD 137
Heavens, no. Unlike you I emerged
from my "cell" as strong as ever.

138 TIREK 138
And yet, chaos does not reign.

139 DISCORD 139
And, I'm afraid, neither will you.

Tirek suddenly finds his hooves in handcuffs. Tirek FIRES a
BLAST of MAGIC at Discord but it is weak and Discord easily
deflects it.

140 DISCORD (CONT'D) 140
No use resisting. You don't have
the strength yet.

Tirek snarls at Discord.

141 TIREK 141
I should have known you would want
to have Equestria all to yourself.

142 DISCORD 142
Oh, I'm not doing this for me. I'm
doing it for my friends.
(then)
Just between the two of us, it's
mostly for Fluttershy.

Tirek's face registers an immense rage.

143 TIREK 143
(snarling)
Fluttershy?!

Discord REACTS to Tirek's sudden outburst. Tirek quickly
calms himself and addresses Discord.

144 TIREK (CONT'D) 144
I'm sorry, if I alarmed you. It's
just that Fluttershy sounds like a
pony name. You can't possibly be
saying that you're friends with...
(utter disdain)
...ponies.

Discord suddenly BURSTS OUT of the top of an ENORMOUS CAKE.

145 DISCORD 145
Surprise!

Tirek looks at Discord. He is not amused.

146 TIREK 146
Well then, they must be very good
friends if you're willing to
completely abandon your true nature
to stay in their good graces.

147 DISCORD 147
(defensive)
I've done nothing of the sort.

148 TIREK 148
And yet, here you are, doing their
dirty work, when you could be
getting your hooves dirty instead.

Discord considers this.

149 TIREK (CONT'D) 149
You may no longer be trapped in
stone, but it appears that the
"friendship" these ponies offer
still keeps you in shackles.
 (then, an offer)
Whereas mine would set you free.

Discord's interest has been piqued.

150 DISCORD 150
Go on.

151 TIREK 151
Ponies have never understood what
to do with power. They see the
might of your magic and want to
snuff it out.
 (then, painting a picture)
There are lands beyond these
borders, Discord. Lands that are
ripe for the taking. Once Equestria
falls, imagine the power that could
be ours. The chaos we could create.

Tirek smiles at Discord.

152 TIREK (CONT'D) 152
What's it going to be... *friend*?

Tirek raises his front shackled hooves.

Discord considers his options as we...

END ACT II

ACT III

INT. CASTLE OF THE TWO SISTERS - LATER

Twilight is completely absorbed in the Journal of the Two Sisters. She turns a page and scans it with her eyes.

She turns to yet another page. Her eyes scan the page even more quickly this time. She turns another page. Eyes darting across what is written there. She suddenly looks up from the book, excited.

153 PRINCESS TWILIGHT 153
I think I've found something!

Her friends look up from their own reading material and gather around Twilight.

154 APPLEJACK 154
What is it, sugarcube?

155 PRINCESS TWILIGHT 155
I can't be sure but, I've been
reading our journal and...

Twilight uses her magic to flip through the journal, landing on one of the entries.

156 PRINCESS TWILIGHT (CONT'D)
...Applejack, do you remember when
you had to tell everypony that the
tonic Granny bought from the Flim-
Flam brothers didn't really work?

157 APPLEJACK 157
How could I forget? It was one of
the hardest things I've ever had to
do...

DISSOLVE TO:

EXT. PONYVILLE POOL - FLASHBACK - EPISODE 421

Applejack looks out over a crowd.

158 APPLEJACK 158
I hate to disappoint everypony, but
there's no way Granny could have
made that dive because this tonic
is a fake.

The crowd suddenly GASPS in unison.

159 PONY 1 159
But you gave it your stamp of
approval!

160 PONY 2 160
Are you saying you lied?

Applejack looks out the crowd as they stare at her in disbelief.

161 APPLEJACK 161
I am.

BACK TO:

INT. LIBRARY OF THE TWO SISTERS - NOW

Applejack addresses her friends.

162 APPLEJACK 162
I knew that folks might never trust
me again and that tellin' Granny
the truth might hurt her somethin'
fierce, but in that moment, I knew
had to be honest. I just knew it.
 (then)
But what that's got to do with
opening the chest?

163 PRINCESS TWILIGHT 163
 (explaining)
Reading through the Journal we've
kept together, I've found that each
of you has had to face a situation
where living up to the Element of
Harmony you represent wasn't easy.

Twilight turns to another page of the book.

164 PRINCESS TWILIGHT (CONT'D)
Fluttershy, it was when you
realized that the way to show
kindness to the Breezies was by
forcing them to leave your home.

DISSOLVE TO:

INT. FLUTTERSHY'S COTTAGE - FLASHBACK - EPISODE 416

Fluttershy stands at her door. SeaBreeze is hovering over her shoulder.

165 FLUTTERSHY 165
My dear Breezies, I had to rescue
SeaBreeze from serious harm. And
now I know more than ever that you
must leave before it is too late.
You would never survive in
Ponyville.

In an instant they are all clutching her legs.

166 BREEZIES 166
 (pleading)
Mulshy barfin gorfis.

167 FLUTTERSHY 167
I can't help you anymore! In fact I
wasn't helping you at all by being
nice. Oh dear, this hurts me more
than it hurts you! But the truth of
the matter is that I must be firm!
You must go. NOW!

She opens the door and they all look at her, stunned. And
then they fly out the door. Fluttershy fights back tears.
It is not easy for her to be "mean".

DISSOLVE TO:

INT. LIBRARY OF THE TWO SISTERS - NOW

Fluttershy looks a bit distraught at the memory.

168 FLUTTERSHY 168
The looks on their poor little
faces.
(then, sure of herself)
But I knew that as difficult as it
was, pushing them away was the
kindest thing I could do for them.

Princess Twilight turns to another page in the journal.

169 PRINCESS TWILIGHT 169
Rarity, even after Suri took
advantage of your generosity at
Fashion Week in Manehattan, you
didn't let it cause you to abandon
your generous spirit.

INT. GRAND MAJESTIC THEATER - FLASHBACK - EPISODE 408

ANGLE ON the stage as the finale of Filly Elliot builds to
its show-stopping climax.

170 FILLY ELLIOT 170
So my dream came true and I'm a
dancing pony, yeahhhhhhhhhhh!

The whole company strikes a SPLASHY TABLEAUX... and the
curtain comes down.

ANGLE ON the Mane 6 plus Spike, the only ones in the huge
auditorium, on their feet CHEERING AND APPLAUDING LIKE CRAZY
as the company steps out for the CURTAIN CALL.

171 APPLEJACK 171
Wow, that was even better than I
imagined!

172 PINKIE PIE 172
I'm so glad we got to see it!

173 RAINBOW DASH 173
I LOVED IT!!
(then, cooler)
Eh, it was a'ight.

174 TWILIGHT 174
How did you ever get them to agree
to do an extra performance just for
us?

175 RARITY 175
Remember my costume designer friend
who got me the tickets? Well, I
offered to make all the costumes
for his next show.

176 FLUTTERSHY 176
Here in Manehattan?

177 RARITY 177
Well, um... yes... it will keep me
away from Ponyville for a while...

DISSOLVE TO:

INT. LIBRARY OF THE TWO SISTERS - NOW

Rarity addresses her friends.

178 RARITY 178
I simply couldn't have lived with
myself if I didn't do something
special for the friends who have
always been so generous to me.

Twilight turns another page.

179 PRINCESS TWILIGHT 179
Rainbow Dash, you had the chance to
fly with the Wonderbolts at the
Equestria Games.

DISSOLVE TO:

EXT. RAINBOW FALLS - FLASHBACK - EPISODE 410

Fluttershy addresses Rainbow Dash.

180 FLUTTERSHY 180
Oh, Rainbow Dash, you don't have to
choose us. I know you love to win,
and you should go with the team
that will surely win!

Spitfire and Fleetfoot grin. That's clearly them.

181 RAINBOW DASH 181
I've already made my decision!

182 SPITFIRE 182
Good choice... always stick with
the winners!

Rainbow Dash shakes her head.

183 RAINBOW DASH 183
I now know who I should be loyal to-
Ponyville! Because it's not just
where I live, but where my friends
are-- the ones who really care
about me, whether I can help them
win a race or not.

All of the Ponyville ponies trot to Rainbow Dash's side.

BACK TO:

INT. LIBRARY OF THE TWO SISTERS - NOW

Fluttershy smiles at Rainbow Dash.

184 PRINCESS TWILIGHT 184
Flying with the Wonderbolts would
have gotten you a gold medal at the
Equestria Games.

185 RAINBOW DASH 185
Sure. But being loyal to my friends
was way more important.

186 PINKIE PIE 186
My turn! My turn!

Twilight smiles and turns to another page of the journal.

187 PRINCESS TWILIGHT 187
(to Pinkie Pie)
Pinkie Pie, you realized that
seeing your friend laugh was more
important than proving you were a
better party planner than Cheese
Sandwich.

DISSOLVE TO:

EXT. PONYVILLE - TOWN SQUARE - FLASHBACK - EPISODE 409

A stunned Pinkie looks at Rainbow Dash.

188 PINKIE PIE 188
(to herself)
<GASP> Rainbow's not having the
best party ever. I... I broke a
"Pinkie Party Promise."

Cheese has set up a huge speaker and is about to blast it in
Rainbow's ear when Pinkie Yells...

189 PINKIE PIE (CONT'D) 189
STOP!!! The Goof-Off is off!

Everypony looks over at Pinkie.

190 PONY FRIENDS/PONYVILLE PONIES
<Confused Walla>

Rainbow looks up exhausted.

191 RAINBOW DASH 191
But I haven't named a winner.

192 PINKIE PIE 192
You don't have to. I forfeit.
Which means, Cheese Sandwich wins!

BACK TO:

INT. LIBRARY OF THE TWO SISTERS - NOW

Rainbow Dash grins at Pinkie Pie.

193 RAINBOW DASH 193
Best party I've ever had.

Pinkie Pie smiles broadly.

194 RARITY 194
It's clear we've all had our
moments to shine, Twilight, but I'm
with Applejack. What does any of
this have to do with the opening
the chest?

195 PRINCESS TWILIGHT 195
All of you had tough choices to
make, but when you made the right
one and embraced your Element, it
helped somepony else make the right
choice too.

Princess Twilight references the journal. She flips through
its pages as she speaks.

196 PRINCESS TWILIGHT (CONT'D)
Silver Shill quit working for the
Flim Flam brothers and decided to
be more honest.
(flipping the page)
SeaBreeze chose to be kind to her
fellow Breezies.
(flipping the page)
Suri's assistant decided not to
follow in her mentor's hoofsteps.
(flipping the page)
Spitfire and Fleetfoot chose to be
loyal to their fellow Wonderbolt.
(flipping the page)
It was seeing Pinkie Pie bring
laughter to others that made Cheese
Sandwich want to be a super-duper
party planner in the first place.

The friends look at one another, beaming with pride as
Twilight recalls these moments.

197 PRINCESS TWILIGHT (CONT'D)
And for rising to the challenges
you faced, you all received
something...

DISSOLVE TO:

EXT. PONYVILLE POOL - FLASHBACK - EPISODE 421

Silver Shill pushes the BIT across the ground to Applejack.

198 SILVER SHILL 198
I'd like you to have it. As a
reminder of how you helped me
finally see the truth.

DISSOLVE TO:

INT. GRAND MAJESTIC THEATER - FLASHBACK - EPISODE 408

Coco gives Rarity a SMALL GIFT WRAPPED PACKAGE.

199 COCO 199
I brought you something to say
thank you.

DISSOLVE TO:

INT. BREEZIE HOME - FLASHBACK - EPISODE 416

SeaBreeze hands Fluttershy a SMALL FLOWER plucked from the
Breezies world.

200 SEABREEZE 200
To remember us by.

DISSOLVE TO:

EXT. RAINBOW FALLS ARENA - FLASHBACK - EPISODE 410

The official pony uses magic to make the ribbons fly over the
heads of the three Ponyville Ponies. When Rainbow Dash's
RIBBON lands on her neck, it takes on a rainbow glow.

DISSOLVE TO:

EXT. PONYVILLE TOWN SQUARE - FLASHBACK - EPISODE 409

As Cheese Sandwich passes Pinkie Pie, he tosses her his
RUBBER CHICKEN.

201 CHEESE SANDWICH 201
Just a little memento of my visit.

BACK TO:

INT. LIBRARY OF THE TWO SISTERS - NOW

Princess Twilight addresses her friends.

202 PRINCESS TWILIGHT 202
I know it sounds crazy, but maybe
there's something special about
those objects that would lead us to
the location of the keys.

(then)

The chest is connected to the Tree
of Harmony, the Tree is connected
to the Elements, and the Elements
are connected to all of us. There
must be a connection!

Her friends <AD-LIB AGREEMENT>.

203 PRINCESS TWILIGHT (CONT'D)
I hate to admit it, but maybe
Discord was trying to be a good
friend after all.

EXT. CASTLE OF THE TWO SISTERS - TREE OF HARMONY - SOON AFTER

Pinkie Pie, Rarity, Rainbow Dash, Applejack, and Fluttershy
have retrieved the RUBBER CHICKEN, SPOOL OF THREAD, MEDAL,
BIT, and FLOWER and stand with Twilight and Spike by the
Chest. Twilight examines the objects.

204 PRINCESS TWILIGHT 204
Or maybe, he was just leading me on
a wild goose chase so I'd look even
more useless to the other
Princesses.

(re: the objects)

I don't see anything on them that
would give us a clue as to where
the keys might be. They're just
ordinary, everyday objects.

Pinkie Pie eyes the objects for a moment then taps them with
her hoof, gives them a sniff, sticks her tongue out and
tastes them...

205 PINKIE PIE 205
Uh-huh. Just as I thought. These
things aren't ordinary at all.

Pinkie Pie picks up her rubber chicken and is about to try
and shove it into one of the keyholes.

206 PRINCESS TWILIGHT 206
Pinkie Pie, what are you--

But as soon as the rubber chicken comes into contact with the chest, a beam of RAINBOW LIGHT emerges from the keyhole and encircles the rubber chicken. Everyone lets out a <GASP> as it is TRANSFORMED into a KEY with Pinkie Pie's Cutie Mark as its handle.

The key is pulled toward the keyhole by the beam of rainbow light and clicks into place.

Pinkie Pie beams at her friends.

207 PINKIE PIE 207
Told ya!

Applejack, Fluttershy, Rainbow Dash, and Rarity scramble to bring their objects over to the chest.

As soon as the objects touch it, beams of RAINBOW LIGHT emerge from the remaining empty keyholes and encircle the objects.

The bit, the spool of thread, the medal, and the flower are all TRANSFORMED into keys with Rainbow Dash, Fluttershy, Applejack, and Rarity's Cutie Marks.

The keys are then pulled by the rainbow light into their respective keyholes.

The girls stare at the chest for a beat, then...

208 APPLEJACK 208
What are you waitin' for, Twilight?
Open her up.

209 PRINCESS TWILIGHT 209
I can't.
(then, disappointed)
There's still one key missing.

The girls all look at the single keyhole without a key.

210 PRINCESS TWILIGHT (CONT'D)
The key that represents the Element
of Magic. My Element.

211 FLUTTERSHY 211
Oh but I'm sure that if we've
gotten our keys, you have too,
Twilight.

212 RARITY 212
Of course she has. Think Twilight,
when have you completed a difficult
magical task and in doing so
encouraged another pony to do the
same?

213 PRINCESS TWILIGHT 213
That's just it. I haven't. If I
had, I would have written about it
in the Journal.

Twilight is visibly disappointed. Spike goes to comfort her.

214 SPIKE 214
Don't worry, Twilight, I'm sure
you'll get your key eventually--

He stops short, suddenly receiving an incoming scroll which
he <COUGHS UP> in a burst of flame.

Twilight uses her magic to unfurl the scroll.

215 SPIKE (CONT'D) 215
What's it say?

216 PRINCESS TWILIGHT 216
That I'm needed in Canterlot at
once.

INT. CANTERLOT CASTLE - LATER

Princess Celestia, Princess Luna, and Princess Cadance are
gathered in the throne room, their expressions pensive. They
look to the door as Princess Twilight enters.

217 PRINCESS TWILIGHT 217
I came as quickly as I could.
(then)
Is something wrong? Is it Tirek?

218 PRINCESS LUNA 218
It can be no other.

Princess Celestia's horn lights up she uses her magic to
PROJECT AN IMAGE of a desolate Cloudsale. There is not a
Pegasus to be found. We PAN DOWN within the projected image
to a line of blank flanked Pegasi. They stare into the
distance. Their wings flapping, but their bodies rooted to
the ground, as if held there by some unseen force.

219 PRINCESS CELESTIA 219
Tirek has stolen enough magic that
he now has the strength to steal
flight as well.
(then)
Without Pegasus to control the
weather, there will be no rain in
Equestria.

The projected image disappears.

220 PRINCESS CELESTIA (CONT'D) 220
There is word he has gone after
Earth Ponies as well. Without
their strength they will not be
able to tend the land.

221 PRINCESS LUNA 221
Ponies will no longer be in control
of their world. That power will
belong solely to Tirek.

222 PRINCESS TWILIGHT 222
But how can this be happening?
Shouldn't Discord have found Tirek
by now?

223 PRINCESS CELESTIA 223
I am afraid I put too much trust in
Discord and the effect that
friendship would have upon him.

224 PRINCESS TWILIGHT 224
(alarmed)
You mean--?

225 PRINCESS LUNA 225
Discord has betrayed the ponies of
Equestria and joined forces with
Tirek.

Princess Twilight reacts to this disheartening news.

226 PRINCESS CELESTIA 226
Tirek will not be satisfied with
controlling only Equestria. He
will want to extend his reign
beyond these borders. To do that he
needs Alicorn magic. And he will
not stop until it is his.

227 PRINCESS CADANCE 227
He is coming for us, Twilight.
Tirek is coming for us.

Off Princess Twilight's shocked expression we cue DRAMATIC
MUSIC STING and...

FADE TO BLACK

END PART I